

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re :
WE RECYCLE!, INC., : Chapter 11
Debtor. : Case No. 09-22208 (RDD)
Tax I.D. No. 42-1571890 :
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**ORDER (I) AUTHORIZING ASSUMPTION OF CERTAIN CONTRACTS AND
LEASES PURSUANT TO 11 U.S.C. § 365(a); AND (II) DIRECTING THE
CONTRACT AND LEASE PARTIES
TO PROVIDE AN ACCOUNTING OF CURE COSTS**

Upon the Motion (the “Motion”) of the above-captioned debtor and debtor in possession (the “Debtor”), by its attorneys, Rattet, Pasternak & Gordon Oliver, LLP, for an order (i) authorizing the Debtor to assume certain executory contracts and unexpired leases described in the Motion pursuant to 11 U.S. C. § 365(a); and (II) directing the Non-Debtor contract and lease parties to provide an accounting of their cure costs, if any, under section 365(b)(1) of the Bankruptcy Code (“Cure Costs”); and upon the record of the hearing on the Motion held on July 28, 2009, at which the Debtor advised the Court that the Purchaser (as such term is defined in the Motion) had reached an agreement in principle with the Landlord (the “Landlord”) regarding an unexpired lease of real property located at 249-257 East Sandford Boulevard, Mount Vernon, New York (the “Mount Vernon Lease”), providing for an assumption of such lease as modified by an agreement of the parties; and the Landlord having agreed to (i) waive any post-petition amounts due or becoming due as of the date hereof under the Mt. Vernon Lease, and (ii) file a general unsecured claim for pre-petition amounts due under the Mt. Vernon Lease and forego having any such pre-petition or post-petition claims cured by the

Purchaser in connection with such assumption and assignment; and the Court by order dated July 28, 2009 having confirmed the Debtor's First Amended Plan of Reorganization (the "Plan"), which provides for the sale and assignment of substantially all of the Debtor's property, including the Mount Vernon Lease, to the Purchaser described therein, and, as a result, there being adequate assurance of future performance of the Mt. Vernon Lease; and there being no objection to the relief granted herein; and, after due deliberation, the Court having determined that due and sufficient notice was given and that good and sufficient cause exists for granting the relief herein, it is hereby

ORDERED that the Debtor is authorized to assume the Mt. Vernon Lease, as so modified by the parties pursuant to Section 365(a) of the Bankruptcy Code, for assignment to Purchaser under the Plan, and such assignment is approved; and it is further

ORDERED that the Landlord is directed to file a general unsecured proof of claim for the amount of its pre-petition claim, if any, under the Mt. Vernon Lease, no later than August 27, 2009. If the Landlord fails to file a pre-petition general unsecured claim on or before such date, the pre-petition general unsecured claim of the Landlord shall be deemed to be zero; and it is further

ORDERED that counsel for the Debtor shall serve a copy of this order on the Landlord on or before August 5, 2009; and it is further

ORDERED that the Court retains jurisdiction over any dispute regarding the amount of Cure Costs.

Dated: New York, New York
August 3, 2009

/s/ Robert D. Drain
HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE